

In re: MEADOWCRAFT, INC.
Debtor.

Case No. 02-06910-TOM-11

SCHEDULE D -- CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H --Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding security claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	"H" "W" OR J O I N T	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Bank of America, N.A. One Independence Center, 15th Floor NC1-001-15-04, 101 North Tryon Street Charlotte, NC 28255			Indebtedness incurred pursuant to that certain Permanent Facilities Credit Agreement dated as of June 30, 1999, as amended, and secured by (1) all accounts, chattel paper, contracts, deposit accounts, documents, equipment, fixtures, general intangibles, instruments, intellectual property, inventory, investment property, certain specified pledged stock, and proceeds (First priority security interest in all land, real property interests, buildings, improvements, fixtures, equipment, stock of Meadowcraft de Mexico S.A. de C.V. and proceeds therefrom; Second priority security interest in other personal property collateral) and (2) first mortgage lien on all real property owned by Debtor. Fair Market Value: \$42,585,007.57				\$42,308,353.16	\$00.0

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	"H" "W" OR J O I N T	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Cardinal Investment Fund I, LLC 1266 West Paces Ferry Road, Suite 459 Atlanta, GA 30327			<p>Indebtedness incurred pursuant to that certain Reimbursement and Security Agreement dated as of January 3, 2002 and secured by all personal property of Debtor, including without limitation, all accounts, general intangibles, inventory, equipment, chattel paper, instruments, documents, deposit accounts, letter of credit rights, support obligations, investment property and all proceeds (Subrogated to first priority security interest of LaSalle Business Credit, Inc. in all personal property collateral other than equipment and stock of Meadowcraft de Mexico S.A. de C.V. and the proceeds therefrom and second priority security interest of LaSalle Business Credit, Inc. in equipment and stock of Meadowcraft de Mexico S.A. de C.V. and proceeds therefrom).</p> <p>Fair Market Value: \$24,750,946.10</p>	X	X		\$2,000,000.00	N/A
GMAC Commercial Credit, LLC 1290 Avenue of the Americas New York, NY 10104			<p>Indebtedness incurred pursuant to that certain Amended and Restated Factoring Agreement dated as of August 16, 1995, as amended, and secured by any and all receivables (accounts, instruments, contract rights, chattel paper, documents, and general intangibles arising from Debtor's sales) which, from time to time, are sold and assigned to Secured Party by Debtor pursuant to the Factoring Agreement between Secured Party and Debtor; all cash and non-cash proceeds of Factored Receivables; any Returned Goods of Debtor, the sale of which gave rise to Factored Receivables; any books and records of Debtor relating to the foregoing (First priority security interest in specified factored accounts).</p> <p>Fair Market Value: _____ N/A _____</p>	X	X	X	\$1.00	N/A

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	"H" "W" OR J O I N T	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
LaSalle Business Credit, Inc., as Collateral Agent 3060 Peachtree Road, Suite 890 Atlanta, GA 30305			Indebtedness incurred pursuant to that certain Loan and Security Agreement dated as of January 3, 2002 and secured by (1) all personal property of Debtor, including without limitation, all accounts, general intangibles, inventory, equipment, chattel paper, instruments, documents, deposit accounts, letter of credit rights, support obligations, investment property and all proceeds (First priority security interest in all personal property collateral other than equipment and stock of Meadowcraft de Mexico S.A. de C.V. and proceeds therefrom; second priority security interest in equipment and stock of Meadowcraft de Mexico S.A. de C.V.) and (2) second mortgage lien on all real property of the Debtor. Fair Market Value: \$24,750,946.10				\$2,680,914.48	\$0.00
Blount Family Irrevocable Trust, L.L.C. c/o Joseph W. Blackburn, Esq. Sirote & Permutt, P.C. 2311 Highland Avenue Birmingham, AL 35205 Additional Secured Parties: Blackrock Mountain, Inc. 4700 Pinson Valley Parkway Birmingham, AL 35215 SRB-IA2, L.L.P. 4700 Pinson Valley Parkway Birmingham, AL 35215			All personal property of Debtor, including without limitation, all accounts, general intangibles, inventory, equipment, chattel paper, instruments, documents, deposit accounts, letter of credit rights, support obligations, investment property and all proceeds (Subrogated (but subordinate to security interests of Cardinal Investment Fund I, LLC and Mary M. Blount, as Custodian) to first priority security interest of LaSalle Business Credit, Inc. in all personal property collateral other than equipment and stock of Meadowcraft de Mexico S.A. de C.V. and the proceeds therefrom and to second priority interest of LaSalle Business Credit, Inc. in equipment and stock of Meadowcraft de Mexico S.A. de C.V.) securing indebtedness incurred pursuant to that certain Reimbursement and Security Agreement dated as of January 3, 2002 Fair Market Value: \$24,750,946.10	X	X		\$11,000,000.00	N/A

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Mary M. Blount, as Custodian 29 Cardinal Lane Key Largo, FL 33037			All personal property of Debtor, including without limitation, all accounts, general intangibles, inventory, equipment, chattel paper, instruments, documents, deposit accounts, letter of credit rights, support obligations, investment property and all proceeds (Subrogated (but subordinate to Cardinal Investment Fund I, LLC) to first priority security interest of LaSalle Business Credit, Inc. in all personal property collateral other than equipment and stock of Meadowcraft de Mexico S.A. de C.V. and the proceeds therefrom and second priority security interest of LaSalle Business Credit, Inc. in equipment and stock of Meadowcraft de Mexico S.A. de C.V.) securing indebtedness incurred pursuant to that certain Reimbursement and Security Agreement dated as of January 3, 2002 Fair Market Value: \$24,750,946.10	X	X		\$4,000,000.00	N/A
SunTrust Bank P.O. Box 4955 Atlanta, GA 30302-4955			All right, title and interest in and to all of Debtor's accounts factored by Secured Party pursuant to the Factoring Agreement, whether now existing or hereafter owned or acquired, including all of Debtor's contract rights related to such accounts, other rights to payment of money arising from such accounts, interest in goods or inventories the sale of which has given rise to such an account, all general intangibles relating to any of such accounts, all goods documents of title, policies and certificates of insurance, securities, instruments, chattel paper, deposits, cash or other property that are or may be in Secured Party's possession, and all proceeds and products of the foregoing (First priority security interest in specified factored accounts) securing indebtedness incurred pursuant to that certain Factoring Agreement dated as of November 2, 2001 Fair Market Value: <u>N/A</u>	X	X	X	\$1.00	N/A

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The CIT Group/Commercial Services, Inc. 1211 Avenue of the Americas New York, NY 10036			<p>Indebtedness incurred pursuant to that certain Single Customer Credit Approved Receivables Purchasing Agreement dated as of December 12, 2001 and secured by accounts arising from Debtor's sales of goods or performance of services to Service Merchandise Company and related instruments, documents, chattel paper, general intangibles, unpaid seller's rights, returned and repossessed goods, all rights to the goods represented by the foregoing, all right title, security, guaranties, supporting obligations and letter of credit rights with respect to the foregoing and all cash and noncash proceeds thereof (First priority security interest in specified factored accounts).</p> <p>Fair Market Value: <u>N/A</u></p>	X	X	X	\$1.00	N/A
TOTAL→							\$ 61,989,270.64	\$